

IN THE UNITED STATES DISTRICT COURT FOR  
THE MIDDLE DISTRICT OF ALABAMA  
NORTHERN DIVISION

ADWOWA JACOBS,

Plaintiff,

v.

ELECTRONIC DATA SYSTEMS  
CORPORATION AND JEFF  
WILLIAMS,

Defendants.

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CIVIL ACTION NO.

2:05-CV-925-MHT-SRW

**DECLARATION OF LESLIE LIEBMAN**

1. My name is Leslie Liebman. I am currently over twenty-one (21) years of age and I have never been convicted of a felony or crime of moral turpitude. I have been employed by Electronic Data Systems Corporation ("EDS") since August 2001 as an Employee Relations Specialist for the Eastern Region in EDS' Employee Relations department. In this position, I am responsible for investigating employee complaints and violations of EDS' corporate policies, including, but not limited to, EDS' Sexual Harassment & Other Unlawful Behavior policy. As such, I have personal knowledge of the facts stated herein and they are true and correct.

2. Attached hereto as Exhibits "1" through "7" are certain documents from EDS' human resources and employee relations records, and EDS' employment policies ("records"). These records are kept by EDS in the regular course of business, and it was in the regular course of business of EDS for an employee of EDS, with knowledge of the acts, events, and opinions recorded to make the record or to transmit information to be included in such records. These records were made at or near the time or reasonably soon after the event described in the document. The records attached hereto are the originals or exact duplicates of the original.



3. EDS is a leader in the global information services industry. Adwowa Jacobs began her employment with EDS in August 1997 as a Call Center Representative at its facility in Montgomery, Alabama. In this capacity, Ms. Jacobs supports EDS' account with the United States Department of Education working on a team that performs report research to facilitate the funding of federal government education loans.

4. EDS is committed to providing its employees with a work environment free from harassment. In this regard, EDS has promulgated a policy specifically prohibiting workplace harassment and other inappropriate conduct. EDS' policy prohibiting workplace harassment is included in its Code of Business Conduct, which employees are required to review on an annual basis. (A true and correct copy of EDS' Code of Conduct is attached hereto as Exhibit 1). In addition, EDS' policies, including its policy relating to harassment, are published on its employee intranet, called the InfoCentre, as well as posted in various locations at its facilities. (A true and correct copy of EDS' sexual harassment and other unlawful Behavior Policy is attached hereto as Exhibit 2). Not only was Ms. Jacobs, and all other employees of EDS, provided with access to EDS' policy prohibiting harassment, but Ms. Jacobs, and all other employees, are provided with workplace harassment training on an annual basis.

5. Pursuant to EDS' Sexual Harassment and Other Unlawful Behavior Policy, employees are required to report any incidents of alleged harassment, and the policy provides numerous alternative avenues for employees to report any suspected violations of the policy. (See Exhibit 2). The policy further provides that EDS will investigate any complaints of alleged harassment and that employees will not be retaliated against in any way for making a good faith complaint of harassment. (See *id.*).

6. In February 2005, I was contacted by Christine Cornwell, a human resource business partner for EDS' facility in Montgomery, Alabama, and informed that Ms. Jacobs had reported to her supervisor, Tara Relf, that a co-worker, Jeff Williams, had hugged her and rubbed against her in the elevator returning from lunch. Pursuant to EDS' policies and procedures, I immediately initiated an investigation into Ms. Jacobs' complaint.

7. As part of my investigation, I received an e-mail Ms. Jacobs sent to Mr. Williams shortly after the alleged incident. (A true and correct copy of this e-mail is attached hereto as Exhibit 3). I also received Mr. Williams' response to Ms. Jacobs. (A true and correct copy of this e-mail is attached hereto as Exhibit 4).

8. To initiate the investigation and gain a better understanding of Ms. Jacobs' specific allegations, I asked Ms. Relf to have Ms. Jacobs provide a written statement as to what she claimed to have occurred on the elevator. Ms. Jacobs did as requested and provided me with a written statement on February 23, 2005. (A true and correct copy of Ms. Jacobs' written statement is attached hereto as Exhibit 5). In this written statement, Ms. Jacobs claimed that Mr. Williams had "brushed" her behind, put his arms around her waist, untucked her shirt and rubbed her bare stomach, laid his head on her shoulder, and said "you feel so good." (*See id.*).

9. After receiving Ms. Jacobs' written statement and confirming that there were no witnesses to the alleged incident, I interviewed Mr. Williams. During the interview, Mr. Williams described the "elevator incident" as a simple "hug." In addition to interviewing Mr. Williams, I interviewed other individuals, including female employees who worked with both Mr. Williams and Ms. Jacobs. I also reviewed Mr. Williams' personnel file and spoke to his supervisor in order to ascertain if there had been any previous allegations of inappropriate

behavior against Mr. Williams. There had been no previous complaints made against Mr. Williams.

10. In the seven (7) years Mr. Williams has been employed by EDS, EDS received no complaints regarding his conduct—much less complaints that he had engaged in any conduct that could be considered to be sexually harassing in nature prior to Ms. Jacobs' allegations in February 2005. Furthermore, as is its routine practice, EDS conducted a thorough background check of Mr. Williams prior to offering him employment. This background check included a criminal history check. EDS did not obtain any information as part of its background check of Mr. Williams which would have put it on notice that he may engage in sexual harassment.

11. Despite the fact that EDS had not previously received any complaints relating to Mr. Williams, there were no witnesses to the alleged incident, and Mr. Williams denied Ms. Jacobs' allegations, Mr. Williams received a verbal warning for admittedly "hugging" a co-worker. (A true and correct copy of documentation confirming Mr. Williams' verbal warning is attached hereto as Exhibit 6). In addition, Mr. Williams was counseled about his interaction with female co-workers, reminded of EDS' policy prohibiting retaliation, and was instructed not to contact Ms. Jacobs. (*See id.*). Finally, Mr. Williams was required to take EDS' online Workplace Harassment training course, which he completed on March 15, 2005. (*See id.*). I advised Ms. Jacobs of the results of the investigation—that her allegations of a sexually related touching could not be substantiated as there were no witnesses, but that corrective action had been taken as to the allegations that could be substantiated (*i.e.*, that Mr. Williams had hugged Ms. Jacobs). I also reminded Ms. Jacobs that she should report any future incidents of harassment or retaliation immediately.

12. On June 13, 2005, Ms. Jacobs e-mailed me stating that “Jeff walks around here still intimidating me following me around and also following me out of the parking lot and constantly hanging in my area staring at me.” (A true and correct copy of Ms. Jacobs’ June 13, 2005 email is attached hereto as Exhibit 7). Upon receipt of this e-mail from Ms. Jacobs, I initiated an investigation into these allegations. As part of this investigation, I attempted to interview Ms. Jacobs; however, Ms. Jacobs refused to agree to keep the investigation confidential while it was being conducted (per EDS’ policy) and ultimately refused to answer any questions without her counsel present. Nevertheless, I followed up on Ms. Jacobs’ allegations by interviewing Mr. Williams. In addition, I interviewed co-workers who worked in the same area as Ms. Jacobs to determine if they had observed any of the “intimidating” conduct as alleged by Ms. Jacobs. Each of the individuals interviewed could not corroborate any of Ms. Jacobs’ allegations and, in fact, stated that they had not witnessed any conduct by Mr. Williams that could be considered “intimidating” in nature.

13. Thereafter, I advised Ms. Jacobs of the results of this investigation—that her allegations could not be substantiated—and reminded her that she should report any future incidents of harassment or retaliation immediately. In addition, Mr. Williams was, once again, reminded of EDS’ policy prohibiting retaliation and advised that he should stay away from Ms. Jacobs as much as possible at work.

14. Since February 10, 2005, Ms. Jacobs has made no additional complaints of sexual harassment by Mr. Williams.

I declare under the penalty of perjury of the laws of the United States of America (28 U.S.C. § 1746) that the foregoing is true and correct.

EXECUTED this 27 day of October, 2006.

A handwritten signature in cursive script, reading "Leslie Liebman", written in black ink.

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Leslie Liebman

# 2005 EDS Code of Business Conduct

## Acting With Integrity



**DEFENDANT'S  
EXHIBIT**

*Jacobs*



To the EDS Worldwide Team:

EDS' success and growth depends on the ethical and lawful conduct of all our leaders and employees. Our recognition of and compliance with the EDS Code of Business Conduct and related policies help ensure that this continues.

Making ethical and lawful business decisions requires that we are honest, responsible and accountable in all of our actions; we adhere to the EDS Code of Business Conduct; and we have a solid understanding of our corporate policies.

The EDS Code of Business Conduct is a reflection of the values EDS expects of its constituents. It represents a guide to our corporate standards and is designed to apply globally and to help all members of the EDS family, its employees, officers and directors.

Solid business values and sound business practices are essential to our continued success. Thank you for your continued commitment to work within the EDS Code of Business Conduct and uphold our high standard of business ethics.

A handwritten signature in black ink, reading "Michael H. Jordan". The signature is written in a cursive, flowing style with a large, prominent "J" at the end.

Michael H. Jordan  
Chairman and Chief Executive Officer



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## Purpose of the EDS Code of Business Conduct (Code)

Doing business with integrity means that we act appropriately and play by the rules - both the laws and regulations that apply to us and the standards that we set for ourselves in company policies and this Code. Integrity helps us create successful long-term relationships and open communication with clients, fosters a strong sense of the corporate "family," and provides a better overall work environment.

Our Code is not - and is not intended to be - a rule book; instead, it is a guide to our corporate standards that applies globally to help all members of EDS' family do business with integrity. The Code is applicable to all the men and women employed by EDS and its subsidiaries, based on local law. Our directors are also subject to the Code, as applicable.

Each of us is responsible for putting the Code to work, but we do not have to go it alone. The company has a number of resources and people in place to answer our questions and guide us through difficult decisions. **WHEN IN DOUBT, ASK!**

**Q:** I'm getting ready to authorize a payment on behalf of EDS, which I think involves an "ethics" issue. Can you provide me with some guidance on how to analyze this issue?

**A:** Life and business are complicated, and not all decisions are clearly right or wrong. When faced with a decision-making dilemma, apply the Ethics Quick Test and ask yourself:

- Is the action legal?
- How would it look in the newspaper?
- Does it comply with EDS values and policies?
- Am I treating others the same way I would choose to be treated?
- If I do it, will I feel bad?

If you're still uncertain about the best course of action, consult your leader or the Office of Ethics and Compliance.

## Consulting Resources/Ethics Helpline

If you have a question or concern, your leader or your leader's leader is an excellent resource. If you prefer, you can exercise the Open Door Policy, which allows you to talk to any leader in the company about any work-related issue without fear of retribution. Additionally, you can raise your work-related issues with Human Resources, Legal Affairs, or with the Office of Ethics and Compliance. The Office of Ethics and Compliance can offer you guidance on the content of the Code as well as EDS' policies and business practices.

At times you may want confidential advice about a business ethics dilemma. You can speak with a member of EDS' Office of Ethics and Compliance by calling 972 605 5607 or 972 605 5564. All calls will be treated confidentially to the extent reasonably possible. EDS prohibits retaliation in any form against employees for seeking advice or for making good faith reports of suspected misconduct.

You may also contact the Ethics Helpline by calling toll-free 1 888 337 3845 (888 EDS ETHK). Callers outside the United States can dial toll-free by entering their country's access number + 888 337 3845. Click here and then select the Direct Wallet Card or the Access Number Finder to view country access codes. Helpline staff is available 24 hours a day, every day.

Although you are encouraged to identify yourself, you may remain anonymous when calling the Ethics Helpline. Whether you identify yourself or not, all inquiries and discussions will be kept confidential to the extent reasonably possible. Your name will be used only on a "need-to-know" basis during the course of the investigation.

EDS' Corporate Policies and Business Practices discuss many of the laws and regulations that govern our business, and may assist you in determining the best course of conduct in a given situation. Please visit [http://infocentre.eds.com/people/corp\\_policies](http://infocentre.eds.com/people/corp_policies) to access those policies and practices.

**The Ethics Helpline: It is accessible, immediate and, if you choose, anonymous.**

**Keyword: policy**

**Q: When I call the Ethics Helpline, who is on the other end of the phone?**

**A: EDS has contracted with an outside company to run the Ethics Helpline for us. This company has a staff of professionals who have been trained to listen to your questions and reports of suspected misconduct. These professionals may ask you questions to gather more information. You will be given a report number and specific date to call back to get a response to your question or check the status of your concern. The outside company then sends a report to the appropriate person at EDS to formulate a response to your question or investigate your concern.**

**Q: When I call the Ethics Helpline, is it really confidential?**

**A: Questions and suspected misconduct reported to the Ethics Helpline are kept confidential to the extent reasonably possible, given EDS' need to answer your question or to conduct an investigation and appropriately resolve any issues. Investigations of suspected misconduct may involve asking questions of your colleagues or others, where information is sometimes disclosed. You can be assured, though, that the company will disclose information only on a need-to-know basis. And you should remember the company's over-arching commitment to prohibit retaliation in any form.**

## Reporting Concerns

If you know of or suspect a violation of EDS policy or the law, you must report it to your leader, Legal Affairs, Corporate Investigations, the Office of Ethics and Compliance, or the Ethics Helpline. EDS strictly prohibits discrimination or retaliation in any form against employees for making good faith reports.

You can harm EDS not only by acting inappropriately, but also by NOT acting when it is your responsibility to do so. If you suspect misconduct, it is your obligation to report it.

**Q:** We just finalized and signed a three-year contract with a big new client, and it means a lot to our team. The contract that we signed states that the work will begin in four months, after the client's fiscal year ends, but there is a side letter that clarifies that the work is actually to begin immediately. I suspect that the contract is drafted that way so that the client doesn't have to report any expenses related to the contract in this fiscal year. I know the deal was reviewed and approved by senior management and the finance committee, so I don't think I need to report this to anyone. Besides, the reporting issue really is an issue for the client, and not EDS. Is that correct?

**A:** No, it is not. Any time that you suspect misconduct, you must report it. It may be that senior management approved the deal without knowledge of the side letter. If you suspect senior management knew about the side letter and nevertheless approved the deal without inquiring into the appropriateness of the arrangement under applicable laws, you must report it. And if you're uncertain about whether a particular arrangement is improper, or whether senior management had knowledge of certain information, it is your obligation to ask appropriate personnel.

EDS' commitment to acting with integrity means that we do not knowingly assist a client, supplier or anyone else in violating or avoiding legal obligations, including disclosure obligations under the securities laws. If you don't feel comfortable talking to your leader about the issue (because he or she already knows of and has approved the conduct in question), then you should talk to Legal Affairs, the Office of Ethics and Compliance, or the Ethics Helpline. Remember that EDS strictly prohibits retaliation against employees for making good faith reports of suspected misconduct.

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## The Role of EDS as a Global Citizen/Compliance With Laws

EDS acts as a proactive, responsible citizen everywhere it does business. We conduct business in a manner consistent with EDS' guiding set of values, principles and high ethical standards, irrespective of local culture and customs. Valuing what is ethical and doing what is ethical transcend national boundaries and laws. Regardless of the minimums established by local law and custom, EDS will always seek the higher ethical ground when it comes to global issues such as bribery, environmental protection and human rights.

We comply with all laws and regulations that apply in the countries and localities where we do business. Although we may not personally know the details of each of these laws, we should know enough to determine when to seek advice from leaders, local Human Resources or Legal Affairs. Violations of applicable laws and regulations can result in serious civil and criminal penalties for EDS and the individuals involved.

EDS is a global corporation, and we respect the laws in every country where we do business. We also adhere to our own standards everywhere we do business. If you encounter a conflict between the applicable laws of two or more countries, consult with Legal Affairs to determine the best course of action.

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## Serving Our Clients

At EDS, we strive to treat our clients fairly, honestly, and with respect and dignity. We conduct ourselves professionally and adhere to high standards of integrity everywhere EDS does business.

We are committed to excellence in performance. Our specific commitment to each client is documented in the client agreement. You should be familiar with the terms and conditions of each agreement that governs the work you do.

Our clients are the center of our business. Meeting their needs - honestly and ethically - is essential for our success.

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**Q:** *My client contact asked me to provide her with some marketing information about another EDS client, which is a competitor of my client's company. What should I do?*

**A:** *While you should always be respectful and courteous, you should absolutely refuse to provide one client with information about another client. Doing so could violate the terms of our agreement with the other client, and it would be unprofessional. If you find yourself in a sticky situation like this one, consult your leader or Legal Affairs for guidance.*

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## Preserving Confidentiality

We must maintain the confidentiality of confidential EDS information and the information entrusted to us by our clients, except when disclosure is authorized or legally mandated. When using and managing confidential EDS information, refer to the EDS Security Policy. When using and managing confidential client information, follow the specific rules and obligations that are set forth in the written agreement with the client.

We should be particularly careful when discussing or conducting business in public places such as airplanes, restaurants, social gatherings, elevators and taxis. Use good judgment and comply with company security requirements when using mobile phones, the Internet, wireless communication devices, speakerphones and other forms of unsecured communications.

Our obligation to protect confidential EDS and client information does not end when separating from EDS. We have a continuing obligation - even after we leave EDS - to protect confidential EDS and client information obtained while employed.

For more information on this topic, see the EDS Security Policy, the EDS Information Handling Security Requirements, the Use of Corporate Assets Policy, the Financial Integrity Policy and the section titled "Obligations Relating to Prior Employment" contained in this Code.

Do not discuss confidential EDS or client information with family members or social acquaintances or in places where the information may be overheard. Do not disclose confidential EDS or client information to another EDS employee unless the employee needs the information to carry out business responsibilities.

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**Q:** What is confidential information?

**A:** Confidential information is information about EDS' or its clients' business, plans, operations or "secrets of success" that are not known to the general public or to competitors. It includes all non-public information that might be of use to competitors or harmful to EDS or its clients, if disclosed.

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## Communicating Openly (Open Door)

Occasionally, each of us will have suggestions for improvements at work or the need to discuss an issue affecting our work lives. You are encouraged to use the Open Door to make suggestions, share insights, or obtain advice and guidance in challenging work-related situations.

For more information on this topic, see the Open Door Policy.

It is only through the invaluable input of our thousands of employees that EDS has grown to what it is today. Every time you make a suggestion, seek guidance or report misconduct, you help EDS become a better place to work.

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**Q:** What is the Open Door?

**A:** The Open Door Policy allows you to talk to any leader in the company about any work-related issue or idea without fear of retaliation. You can also use the Open Door to discuss questions about EDS policy and practices.

## Personal Privacy/Data Protection

EDS respects the privacy and dignity of all individuals and complies with applicable privacy and data protection laws. As an employer and data user and as a provider of information technology services, EDS takes the responsibility associated with data protection seriously.

Personal information of EDS employees, consultants, and directors necessary for effective business operation is, of course, collected, shared as appropriate for business purposes among the EDS affiliated companies and retained in compliance with applicable law. EDS, however, limits access within EDS to personal information to the employee and to those persons with a legitimate need for such information, including needs related to the performance of job responsibilities and the verification of performance of or charges for EDS services to its clients. Employees who are provided access to such information must not disclose or use personal information in violation of applicable law or EDS policy.

With regard to employment verifications, as may be required in many countries, certain employee information may be disclosed without the written consent of the current or former employee. Such information includes verification and dates of employment, job titles and work locations. In addition, EDS will disclose any information required by law or court order.

Employee privacy can become an issue when personal use is made of EDS resources. We should have no expectation of privacy when using EDS resources such as company equipment and computer or telephone systems, whether for business or personal use. EDS reserves all rights, to the fullest extent permitted by law, to inspect the company's facilities, property, records and systems, including electronic systems, and the information contained in them with or without advance notice to employees.

While EDS may from time to time take or use photographs, videos or audio recordings of its employees for business purposes in compliance with applicable law, you may not take or distribute photographs, videos or audio recordings of EDS employees, unless specifically authorized by your leadership or the Chief Security and Privacy Office for business purposes. Photographing, videotaping or audio recording employees without their awareness or consent may jeopardize their privacy and may violate applicable laws.

For more information on this topic, see the Use of Corporate Assets Policy, the Global Privacy and Data Protection Policy, the Financial Integrity Policy, the EDS Security Policy, the EDS Information Handling Security Requirements, Enterprise Security Policies & Standards (ESPS), and the section of the Code titled "Computers and Equipment, Network Security, Photographic and Audio Devices."

As a world leader in the provision of information technology services, and with employees and clients spanning the globe, EDS recognizes the importance of protecting personal data.

**Q:** Will personal information that I put on EDS' computer systems remain private if I password-protect it?

**A:** No. To the extent permitted by applicable law, EDS reserves the right to review all information stored on its computer and other systems, even if it is stored under a personal identification code or password.



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## Obligations Relating to Prior Employment

In your previous employment, you may have learned, or been given access to, confidential information belonging to your prior employer and its clients or suppliers. You must continue to protect confidential information obtained from prior employment.

If you have confidential information from a previous job, do not use it for your job at EDS and do not disclose it to your EDS colleagues.

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**Q:** *Someone from a competitor just joined our organization. I would love to get some information about a proprietary business process that I know her former employer uses. Is it okay if I ask?*

**A:** *No, it is not okay for you to ask, and it would not be okay for her to tell you. It is inappropriate to try to obtain our competitors' proprietary information from their former employees.*

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## Treatment of Employees

EDS is an equal opportunity employer and strives to treat its employees with respect and dignity. Our diverse workforce provides many benefits including creativity, variety in approaches to problem solving and the ability to work effectively as a global company. EDS selects and places employees, without discrimination, on the basis of their qualifications for the work to be performed. This policy applies to all personnel actions, including recruitment, hiring, placement, promotion, separation, compensation, benefits administration, training, education, social and recreational programs, and the use of EDS facilities. The laws of different countries vary regarding employment requirements and practice; therefore, please check with the local Human Resources organization for details specific to your geographic region.

EDS is a global and extremely diverse company. We respect and value our differences, both because it is the ethical thing to do and because these differences add value to the company.

For more information on this topic, see the Diversity and Equal Employment Policy.

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**Q:** *I've been passed over for several promotions, which I thought I should get. I'm starting to feel as if I'm being discriminated against. What should I do?*

**A:** *First, try speaking with your leader about the qualifications and performance necessary for the promotion and what you need to do to be considered. If you do not get the information you need or you still feel as if you are being discriminated against, you are encouraged to utilize the Open Door or contact Human Resources or the Ethics Helpline right away.*



## Sexual Harassment and Other Unlawful Behavior

EDS does not tolerate sexual harassment or other unlawful behavior in the workplace, whether committed by a co-worker, leader, client, contractor, vendor or anyone else. Actions, words, jokes or comments that are derogatory and based on any person's gender, race, ethnicity, sexual orientation, age, religion or disability will not be tolerated at EDS. Although sexual harassment appears in various forms and degrees, it generally consists of unwelcome sexual advances, unwelcome requests for sexual favors or other unwelcome verbal or physical conduct of a sexual nature. Sexual harassment occurs when submission to or rejection of sexual advances adversely affects your employment (for example, promotion, termination or unfavorable work assignments) or when unwelcome sexual conduct unreasonably interferes with your job performance or creates an intimidating or hostile work environment.

EDS is committed to providing a workplace free from unlawful harassment. If you feel you have been subjected to harassment at EDS, you must report the conduct to any EDS leader with whom you are comfortable speaking about the matter, Employee Relations, the Office of Ethics and Compliance, Human Resources, Legal Affairs or the Ethics Helpline. No matter which method you use to report your concerns, EDS prohibits retaliation against you in any way for making a good faith complaint.

Complaints of sexual harassment or other unlawful behavior are serious matters. EDS expects employees to report such behavior and leaders to promptly act upon such allegations. If an investigation confirms that improper conduct occurred, EDS will take appropriate action.

Contact Employee Relations or the Office of Ethics and Compliance for training and materials on sexual harassment.

For more information on this topic, see the Sexual Harassment Policy and the Violence in the Workplace Policy.

Regardless of legal definitions or requirements, EDS expects every member of its global family to treat each other with basic dignity and respect. If you feel that you or a colleague is being subjected to workplace harassment, it is extremely important that you notify the appropriate people.

**Q:** A colleague often tells sexually explicit and other questionable jokes. I'm not comfortable saying anything to him. What should I do?

**A:** You need to report this person's inappropriate behavior to someone. If you don't feel comfortable talking to him, contact his leader or any EDS leader, Employee Relations, the Office of Ethics and Compliance, Human Resources, Legal Affairs, or the Ethics Helpline.

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## Maintaining a Healthy Work Environment

EDS wants its employees to have a healthy, safe and secure work environment as free as possible from known health and safety hazards. Every employee is responsible for using EDS equipment and materials in a safe manner. You are also responsible for immediately reporting accidents, unsafe practices or conditions, and potentially volatile workplace situations to your leader. Other avenues for reporting include the Chief Security and Privacy Office, Human Resources, the Office of Ethics and Compliance, and the Ethics Helpline.

To help maintain an environmentally safe and healthy workplace, EDS complies with all applicable environmental laws and regulations. You are encouraged to contact your leader for assistance if you are concerned about environmental issues or conditions at work.

If you become aware of any potential safety hazard, immediately notify your leader.

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## Violence in the Workplace

EDS does not tolerate violent acts or threats of violence made by an employee against another person or that person's family or property.

Possession of weapons or other dangerous devices by any employee, excluding authorized security personnel, at any time on EDS or client premises is strictly prohibited.

For more information on this topic, see the EDS Security Policy and the Violence in the Workplace Policy.

You may not bring weapons or firearms, including but not limited to rifles, onto EDS' or our clients' property (including all grounds and parking areas).

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*Q: If I'm concerned about a violent situation in the workplace, what should I do?*

*A: If it is an emergency situation, you should first contact local law enforcement.*

*If your concern does not relate to an emergency, you should contact your leader, Corporate Investigations, Human Resources, the Office of Ethics and Compliance, or the Ethics Helpline.*

## Drugs and Alcohol

EDS is committed to maintaining a drug-free workplace and prohibits the possession, sale, distribution, manufacture, use, transportation or purchase of any illegal drug or unauthorized controlled substances. You also may not use, obtain or be under the influence of any prescription drug while working other than as medically prescribed. Mood-altering chemicals may impair our abilities and may contribute to a variety of work-related problems.

If you have information regarding the possession, sale or use of illegal drugs or unauthorized controlled substances on EDS or a client's premises, you are obligated to contact your leader, Corporate Investigations, the Office of Ethics and Compliance, or the Ethics Helpline.

EDS prohibits working while under the influence of alcohol. However, consuming alcohol during work hours or on EDS property at an EDS-sponsored event, regardless of location, is permissible provided the event has prior approval by the Vice President of EDS (as designated by the corporation) for your business or support organization and proper business decorum is maintained. Contact Human Resources or Employee Relations for more comprehensive and regional details regarding the use and possession of alcohol on EDS or client premises or if you do not know the Vice President of your organization.

For more information on this topic, see the Substance Abuse Policy.

Employees must report to work free from the effects of alcohol or illegal drugs. If you are having a drink at a company function or business dinner, use good judgment. Do not drive while under the influence of alcohol – if you have any doubt about your ability to drive, ask a colleague for a ride or take a taxi. Similarly, if you have doubt about someone else's ability to drive, provide your colleague a ride home or call a taxi.

**Q:** Can we serve alcohol at an EDS party or special event?

**A:** With appropriate authorization from the vice president of EDS (as designated by the corporation) for your business or support organization, you can serve alcohol. It is important when alcohol is served at company functions that you not drink excessively and that you behave appropriately.

Unsure who your vice president is?  
Contact your HR Business Partner at  
<http://infocentre.eds.com/people/hr-tools/people-hr-bus-partners.html>

## Conflicts of Interest

EDS considers its reputation for integrity a priceless asset. To protect EDS' reputation and our own personal integrity, we must ethically handle conflicts of interest and even the appearance of a conflict. A conflict of interest is just what the name implies - it occurs when you have an outside (non-EDS) interest that conflicts with the best interests of EDS. A conflict of interest can arise from any type of relationship, arrangement or situation that impairs our ability to make decisions on behalf of EDS. The responsibility to ethically handle conflicts requires that you always fully disclose any conflicts' situation to your leader and abide by any conditions placed on you to control or eliminate the conflict. Appropriate steps may include, for example, removing yourself from decision-making on behalf of EDS that concerns the personal interest, disposing of the interest that creates the conflict or another action.

While most EDS employees must notify their leaders regarding any actual or apparent conflict of interest, special rules apply to certain officers and directors of EDS. Before engaging in any conduct or transaction that creates a conflict of interest, such executive officers and directors must make full disclosure of all facts and circumstances to the General Counsel. If it is not possible to disclose the conduct or transaction before it arises (e.g., in the event that a conflicting interest is unexpectedly inherited), then the officer or director must make full disclosure as soon as possible under the circumstances.

What follows are some common examples of conflicts. It is impossible to specify every situation where a conflict could arise or when it might appear to others that a conflict exists. It is also impossible to specifically address all the potential responses to any given situation. As such, the following represent only examples of appropriate company responses. If you have a question, you should consult your leader, the Office of Ethics and Compliance, or Legal Affairs.

For more information on this topic, refer to the Conflicts of Interest Policy.

**Q:** *We are looking for a company to supply our building with coffee, tea and other beverages. We've already spent a lot of time looking. My sister owns a company that provides just this type of service, and I know that she would give us a good deal. Can't we just go with her company?*

**A:** *No. Hiring a company because your sister owns it or because you trust your sister violates EDS policy. The situation poses a conflict between your desire to get the best deal for EDS and your desire to help your sister. If, however, you disclose your relationship with your sister's company and remove yourself from the selection process, it may be possible for your sister's company to compete for the business along with other vendors, so long as no one who reports to you is involved in the selection process and you have approval from your leader to submit your sister's company's name to the appropriate parties for consideration.*

As an EDS employee, you make business decisions on behalf of EDS every day. Every decision should be based on the needs and best interests of EDS, and not on any personal interest or relationship.

## Outside Employment

Because EDS has clients, suppliers and other business relationships in different industries and settings, outside employment may create or appear to create a conflict of interest. As a result, while working for EDS, you must obtain approval from your leader before accepting an additional job outside of EDS.

You may not serve as a director, officer, employee or consultant to a competitor of EDS.

**Q:** My dad has a small business that I occasionally help him with. Can I use EDS computers to e-mail my dad or his customers about his business?

**A:** No. You cannot use company resources - including e-mail and telephones - for outside business interests, even if the business interests belong to you or members of your family.

If your leader approves outside employment, remember that your primary commitment is to EDS. You should not use EDS time or resources in any outside employment, and the employment should not adversely affect your judgment, decisions or ability to meet EDS responsibilities.

## Professional and Trade Associations

EDS encourages participation in professional and trade associations in accordance with personal and company interests. If you participate in an outside organization, be sure you understand whether you are representing the company or acting in your personal capacity and make sure the organization understands your role. Only the Vice President of EDS (as designated by the corporation) for your business or support organization can authorize you to act as a company representative to an outside organization.

As a member of a trade or professional group, you may come in contact with competitors' employees. Never discuss proprietary or sensitive competitive issues such as prices, costs, terms or conditions of sale or service, product plans or any other competitively sensitive or non-public information in these settings.

Unsure who your vice president is?  
Contact your HR Business Partner at  
<http://infocentre.eds.com/people/hrtools/pe/hrbuspartners.html>

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## Charities and Community Service

You are encouraged to make contributions of personal time or financial resources to charitable, educational and community-service organizations. You must, however, be alert to possible conflicts of interest between EDS and the organization. If an organization you are involved with seeks to do business with EDS - for example, a charity that is contemplating retaining EDS' services - you must make full disclosure to your leader. You will likely be required to disqualify yourself from making or participating in any decision on behalf of EDS that concerns or impacts the charity.

Even contributions to charities and community organizations can create conflicts of interest and require compliance with applicable laws.

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**Q:** *I would like to donate some of EDS' outdated computers to a charity that is supported by one of our clients. Can I do that?*

**A:** *Possibly, but you must obtain approval from EDS' Global Office of Community Affairs before making any contribution of corporate resources for charitable or community purposes in any location. Contributions of EDS' time and financial resources to non-profit organizations can create conflicts of interest as well as present legal and regulatory concerns.*

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## Outside Directorships

EDS considers your time, talent and energy essential to our success. Generally, EDS does not encourage its employees to serve on boards of directors of outside, for-profit organizations. Such service, however, may be approved in selected cases. Prior to joining the board of any external for-profit organization, you must obtain approval in accordance with our policy for approving board seat service by employees. As a condition to approval, terms may be imposed on your outside board service, including remuneration, indemnification and insurance coverage.

For more information on this topic, see EDS' Conflicts of Interest Policy.

When serving as a director or officer of any non-EDS entity, you must avoid any conflicts of interest between your roles at EDS and the other organization.

Service as a director of a for-profit organization requires prior approval. Service as a director of a competitor is prohibited. Service as a director of a civic, charitable or other not-for-profit organization does not require leadership approval but does require that you notify your immediate leader prior to accepting the position.

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**Q:** *One of my fraternity brothers from college owns his own business, and he has asked me to serve on its board of directors. They do not do business with or have any connection with EDS. Can I help him out?*

**A:** *Possibly, but you must first obtain approval in accordance with the policy for approving board seat service by employees.*

## Personal Investments

Personal investments can create conflicts of interests if you need to make a decision for EDS concerning companies in which you or an immediate family member has a personal economic interest. Such conflicts could arise if you own stock in a company that already is or seeks to become a supplier, client or strategic ally of EDS. A conflict of interest arises if:

- The investment is significant to you and a reasonable person would conclude that your judgment in making decisions for EDS could be affected, or
- The transaction with EDS that you have decision-making authority for is such that it could affect your economic interest in the other company.

You should not make substantial investments in another company at a time when you are making decisions concerning that company for EDS.

If you or an immediate family member has a substantial pre-existing investment in a company and then you become the EDS decision-maker with respect to that company, you should promptly disclose that ownership interest to your leader. Your leader will then determine what measures are necessary to control or eliminate the conflict.

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**Q:** I own shares in a company that has recently become a supplier to EDS. Is that a problem?

**A:** It may be, if the investment is substantial enough and you make or participate in making decisions for EDS that concern the supplier. Conflicts may arise if you or an immediate family member has a substantial interest in or relationship with a company involved in a transaction with EDS and you are a decision-maker with respect to the transaction.



## Business Opportunities

You must not take for yourself opportunities that are discovered through the use of EDS' property or information or through your position at EDS (such as from an EDS client) without first offering the opportunity to EDS. Such opportunities could include options to purchase stock in other companies, the opportunity to purchase stock in other companies at below-market prices, and other investment opportunities. Business opportunities are corporate assets, and they should not be taken personally without disclosure and approval of your immediate leader and the Office of Ethics and Compliance. You also must not use EDS' property or information or your position at EDS for improper personal gain.

You must not engage in any activity, directly or indirectly, that competes with EDS' interest. If you become aware of any such activity, you should bring it to the attention of your leader or the Office of Ethics and Compliance.

If you learn of a business opportunity through your work at EDS, before you or an immediate family member acts on the opportunity for personal benefit, you must first disclose the opportunity to your leader and offer the opportunity to EDS.

*Q: I've been working on-site at a client's offices for the last six months, and I've become friends with their head of business development. When I was at the client's offices yesterday, my friend told me about a great opportunity to invest in a small, privately held company that the client often uses. The client is also planning to invest. Can I make the investment?*

*A: Not without first presenting the opportunity to your leader and obtaining the approval of the Office of Ethics and Compliance. Because you learned of this investment opportunity directly through your work and responsibilities for EDS, it belongs to the company in the first instance.*

## Family and Personal Relationships Involving Other Companies

You may have an immediate family member who works for a competitor, supplier or client of EDS. Such situations are not prohibited, but they call for extra sensitivity to confidentiality and conflicts of interest.

Unless prohibited by law, if you have an immediate family member who works for a competitor, supplier or client, you must disclose your specific situation to your leader to assess the nature and extent of any concern and how it can be resolved.

If a member of your immediate family is employed with any business selling to, buying from, or competing with EDS, you must be especially careful not to disclose EDS confidential information. Your leader may also impose other controls, including requiring that you not be involved in decisions on behalf of EDS that involve the other company. EDS will work with you to ensure that everyone's interests are protected.



## Family and Personal Relationships at EDS

The employment of relatives may raise questions regarding confidentiality, objectivity and integrity in work relationships. In order to promote integrity in our employment relationships, and unless contrary to applicable law, you must immediately disclose to your leader any family or personal relationships with others who work at EDS. EDS may permit relatives or those in a personal relationship to work in the same unit provided that neither of these individuals is the immediate manager of the other or directly involved in assignments, compensation, performance evaluations or promotions of the other person. Where one of the employees is an EDS leader in the same reporting line, the potential for the appearance of improper influence is high and therefore, at least three levels of supervisory authority should exist between the leader and the relevant employee, if possible.

You may not make or participate in a hiring or placement decision if the applicant or employee is a member of your immediate family or in a personal relationship with you. If you find yourself in such a situation, disclose the situation to your leader and refrain from participating in the decision.

For more information, see the Conflicts of Interest Policy.

All employment-related decisions – including hiring, promotion, compensation, disciplinary action and termination – must be made objectively and without regard to personal interests, including the interests of family members. Even if you believe that a decision involving a relative or other personal relationship is based on EDS' best interests, you must avoid the appearance of impropriety.

**Q:** Does EDS' Conflicts of Interest Policy apply to distant relatives, such as cousins, or to friends?

**A:** The policy typically applies only to members of your immediate family, which includes your spouse and any children, parents, brothers and sisters of both you and your spouse; as well as other people (other than domestic employees) who share your home or other relatives who are dependent on you or your spouse for support. For purposes of the Conflicts of Interest Policy, people with whom you are in a personal relationship are also considered immediate family. The general rule, however, is that you should avoid the appearance of impropriety. If conduct or decisions on behalf of EDS that involve a distant relative or friend look inappropriate, you should abstain from the conduct or from making the decision without first disclosing it to your leadership and getting appropriate approval.

## Exchanging Gifts and Other Business Courtesies

While the exchange of business courtesies can help build business relationships, accepting or providing business courtesies that are excessive or inappropriate can harm your reputation and the reputation of EDS. You must use your judgment to distinguish between appropriate situations that build relationships and inappropriate situations that create or appear to create conflicts of interest or violate applicable law.

The following rules, together with those set forth in the Conflicts of Interest Policy, should guide you in accepting and giving gifts or other business courtesies.

With respect to non-government business, you may accept or offer gifts and business courtesies, including meals and entertainment, so long as they are customary and commonly accepted business courtesies, not excessive in value, and given and accepted without an express or implied understanding that the recipient is in any way obligated by acceptance of the gift. Gifts that are extravagant in value or unusual in nature should not be accepted or given without the approval of your leader or the Office of Ethics and Compliance. If you have a question about the value of a gift, consult with the Office of Ethics and Compliance. You must never ask for gifts, entertainment or any other business courtesies from people doing business with EDS.

More restrictive rules apply to EDS individuals doing business with political parties, governments, government-owned entities, (including gifts and business courtesies exchanged between private companies that are working on a government contract as a prime contractor and subcontractor), and to EDS individuals who are members of EDS Procurement Services (PS) or in a position to buy goods or services for EDS or influence such purchases. If you do not know or understand the rules that apply to you, ask your leader or consult with Legal Affairs.

For more information on this topic, see Procurement Services' Ethics Buying Policy, the Conducting Business with Government Entities Policy, the Financial Integrity Policy, the Conflicts of Interest Policy and the EDS Policy for the Prohibition of Corrupt Payments.

**Q:** *In my country, refusing a gift from a business associate can be considered an insult. What should I do if I am offered an expensive gift and know that I will cause offense if I don't accept it?*

**A:** *If it is customary to exchange gifts in the local culture and you believe that you will harm EDS' business relationships if you do not accept a gift, you may accept the gift on behalf of the company. You must then disclose the gift to your leader to determine appropriate disposition.*

**Q:** *Do all government agencies have the same rules regarding accepting meals and entertainment?*

**A:** *No. The rules differ among different governments and government agencies. This area can be extremely complicated. Before providing any meals, entertainment or other business courtesies to a government official, you must check with Legal Affairs.*

Gifts and entertainment that are typically okay:

- Pens
- Calendars
- Memo pads
- T-shirts
- Coffee mugs
- Occasional lunch or dinner at a restaurant
- A local sporting event or entertainment

Gifts and entertainment that require pre-approval or disclosure:

- Travel expenses (such as airfare and lodging) paid by a third party
- Trips to extravagant sporting events, such as the Super Bowl, the World Cup, the Masters, the Olympics, etc.
- Frequent gifts from the same source, even if each individual gift is moderate
- Gifts exchanged with government officials (Generally prohibited unless it falls within a specific regulatory exception such as a gift worth less than US\$20)
- Gifts exchanged between prime contractors and subcontractors on a government contract

Cash is never okay.

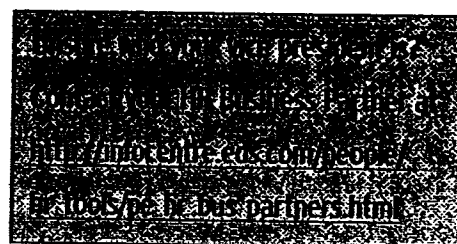
## Solicitation/Distribution

In the interest of a professional work environment and to protect EDS' employees and directors from unwanted solicitations, you may not solicit or distribute any non-work-related literature for any purpose during your working time or the working time of the person(s) you are soliciting. You may not distribute literature at any time in any work area. In addition, selling, trading, or bartering of services or merchandise to others is prohibited on EDS premises during work time. Consistent with federal law, the company may permit a small number of solicitations for charitable causes, as determined by the vice president of EDS (as designated by the corporation) for your business or support organization. Likewise, participating in or soliciting for organized or commercial lotteries or other gaming or gambling activities is prohibited.

Persons who are not employees may not solicit or distribute literature for any purpose on EDS premises at any time.

This policy should not be construed as prohibiting or restricting solicitation/distribution that is otherwise permissible under federal labor law.

EDS maintains a professional work environment. Do not solicit your colleagues or EDS clients for non-EDS products or services or for religious, political or charitable causes during work time.



**Q:** *I sell cosmetics on the weekends and in the evenings. Can I sell to other EDS employees or clients?*

**A:** *You cannot sell to other EDS employees in the workplace or on work time, and you should never solicit EDS clients for personal business interests during work time. You also should not use company resources, such as company phones and e-mail, to engage in outside business activities.*

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## Media Inquiries/Public Speaking/Publishing Articles

If you are contacted by the media, you should confer with your leader and nearest EDS Public Relations office before answering any questions or speaking to the press. If you have questions or concerns about dealing with the media, contact the nearest EDS Public Relations office for guidance. In matters of litigation or potential litigation, only the Chairman's Office, Legal Affairs and EDS' Public Relations office are authorized to speak with the media. In these cases, you should refer media directly to the nearest EDS Public Relations office.

Speeches and articles offer excellent opportunities for EDS representatives to present topics and ideas of interest to business and professional audiences. Any article or speech written on a professional topic by an EDS member for publication or delivery to an audience could be considered to represent EDS' position. An EDS leader must approve in advance the release of any such communication. If you intend to publish an article that will have national circulation, you must inform and involve the nearest EDS Public Relations office.

Because EDS is a publicly traded company, we are governed by laws and regulations regarding how we disclose significant events to the public. That is one reason why it is important that we confer with authorized personnel before answering the media's questions.

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**Q:** *A local reporter called asking for information about EDS. Can I talk to her?*

**A:** *Not without first consulting your leader and the EDS Public Relations office. Talking to reporters can be harmful to the company if you don't have all the facts, and it can also implicate securities laws.*

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## Contracting and Signing on Behalf of EDS

When we enter into agreements or sign documents on behalf of EDS, we can create legal obligations and legal and financial risks for the company. Correspondence, reports and other documents that contain substantive opinions, conclusions or determinations or that legally bind EDS must be signed by or under the control of EDS leadership. Before you sign an agreement for EDS, be certain that you have the legal authority to obligate the company and that you have all required approvals.

Special issues arise when we contract with the U.S. government. For more information, see the Financial Integrity Policy and the section titled "Maintaining the Highest Standards in Contracting With Government Entities" contained in this Code.

Never sign on behalf of EDS unless you have the appropriate signatory authority and approvals.

## Assisting Others in Misconduct

EDS is committed to acting with the utmost integrity in all of our business dealings. We will not knowingly assist a client, supplier or any other person or entity in violating or avoiding legal or regulatory obligations, including disclosure and financial obligations under the securities laws. Our business dealings should be transparent, and the documents we use to paper a transaction should reflect the deal that was negotiated. This means, for example, that we will not provide false or misleading statements about our business dealings with a client to its auditors, nor will we put portions of our business arrangements into separate "side letters" if we believe a client's purpose is to hide the letter from its auditors or otherwise keep it from receiving appropriate visibility within the client's organization. If you are asked to participate in or become aware of any such arrangements, or if you are not sure whether a particular arrangement may be improper, discuss it with your leader, Legal Affairs, the Office of Ethics and Compliance, or contact the Ethics Helpline right away.

Ask questions to ensure that you are not assisting others in conduct that will violate or avoid legal or regulatory obligations.

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**Q:** *I've been negotiating a two-year contract with a potential client for the last five weeks. Recently, the client requested that we agree to a contract provision that states that EDS will provide certain services to the client only in year two of the contract - yet it is well understood that EDS will provide services in both years of the contract. Can EDS agree to this term and nevertheless provide services in both contract years?*

**A:** *No, to agree to this term would be inconsistent with the underlying business arrangement and may allow the client to inappropriately account for the transaction. You should question contract terms, including statements of work and payment arrangements, which seem to hide the underlying business arrangement.*

## Protecting EDS Assets

You must safeguard EDS assets from loss, misuse, waste, damage and theft and use them efficiently. Failure to do so has a direct impact on EDS' profitability. "Assets" are all the resources owned or controlled by EDS.

**Q:** I am an administrative assistant, and I am filling out my leader's expense report for a recent business trip. I know that his wife, who is not an EDS employee, went with him and that he has included his wife's expenses in the report. What should I do?

**A:** If you're comfortable doing so, you can ask your leader if he included his wife's expenses by mistake. If you're not comfortable confronting him, you must report the matter to your leader's leader, Legal Affairs, the Office of Ethics and Compliance, or the Ethics Helpline. Remember that part of your job is to help EDS protect its assets and resources; reporting this matter is one of your responsibilities as an EDS employee.

Examples of EDS assets, which we all have a responsibility to protect, include:

- Offices
- Buildings
- Equipment
- Computer systems
- Supplies
- Corporate funds
- Financial data
- Corporate records
- Intellectual or intangible property, such as technologies, ideas, information, inventions, concepts, business practices and methods, strategies and plans, client and employee lists, and business opportunities
- The time and talent of EDS employees

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## Proper Use of Corporate Assets and Resources

EDS permits limited and reasonable personal use of basic office services and systems such as telephones, photocopiers, facsimile machines, personal computers, and access to the Internet and other public networks. Personal use of corporate resources is a limited privilege, not an entitlement. When using EDS assets or resources for personal use, you should exercise good judgment and keep personal use to a minimum. Where not prohibited by law or regulation, EDS reserves the right to monitor the use and content of its assets and resources.

EDS assets are intended to help us achieve business goals. Careless or inefficient use of company assets hurts all of us.

Personal use of EDS assets or resources must:

- Comply with laws and regulations and EDS corporate policies
- Not interfere with work responsibilities or service to clients
- Not interfere with required business communications
- Not be used in the support or operation of a business other than that of EDS
- Never be used in a manner or for a purpose that would reflect unfavorably upon EDS' reputation, such as use in pursuit of illegal, unethical or otherwise questionable goals

You must also abide by all security procedures and controls to protect the integrity and security of EDS data and networks.

For more information on this topic, see the Use of Corporate Assets Policy, the Financial Integrity Policy, and the EDS Security Policy.

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*Q: I use my Internet connection at work to check my stock portfolio. Is there any problem with that?*

*A: Limited personal use of the Internet - such as checking your stock portfolio on occasion - is acceptable. You should not, however, spend more than a very limited amount of time doing personal tasks at work. Your use of the company's time and resources in this manner takes away from the time that you would otherwise be devoting to EDS.*

## Software and Other Protected Intellectual Property

You should not use unlicensed or illegal copies of software. In addition, EDS licenses many computer programs owned by third parties. Our policy requires you to respect the copyrights of others and use software licensed to EDS in conformance with applicable license agreements. Violation of a software license agreement could result in legal liability against both EDS and the responsible individual.

Other types of intellectual property, such as music, literary works, photographs, film, video and other published material, also have legal protection under most countries' laws. Before you use, distribute or copy such property, check with Legal Affairs to be sure that EDS has the legal right to do what you propose.

For more information on this topic, see the Use of Non-EDS Software Policy, the Financial Integrity Policy, and the EDS Security Policy.

As a provider of information technology services, it is important to EDS to comply with copyright and intellectual property laws. Do not violate license agreements and do not use unlicensed software on EDS' systems.

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**Q:** *Our organization purchased a site license from a software company for a new computer program. A friend in another organization wants to use it and asked if I would make him a copy. It would be for business use. Can I make him a copy?*

**A:** *No. When a license agreement with a software vendor restricts the use of a program to a particular organization or site, we cannot make copies that violate the license agreement. Even copies for other EDS organizations may violate a license agreement.*



## Computers and Equipment, Network Security, Photographic and Audio Devices

Public electronic networks such as the Internet raise the potential for unauthorized access to e-mail and other files transmitted over such networks. Data security over public networks simply cannot be guaranteed. Therefore, take care to ensure sensitive information is sufficiently protected before it is routed through the Internet or other public networks.

The physical security of our network and equipment is everyone's responsibility. You must protect and secure this equipment at all times. You must protect the confidentiality and integrity of information used to access our networks, including IDs and passwords, hand-held authentication devices, pass codes, and building-access key cards. The same precautions should be taken to protect computer systems, including client and EDS data, application software and audit logs, and files for audit and recovery. You should log off the network or activate a password-protected screensaver whenever you leave your computer terminal or data device unattended or unsecured.

You may not use any type of photographic, video or audio recording device at an EDS or client facility unless specifically authorized by your leadership or the EDS Chief Security and Privacy Office. This restriction applies to cameras and audio recording equipment incorporated into cell phones, personal digital assistants or other combination devices that can record. Carrying or using one of these devices for its primary purpose (e.g., as a cell phone) is not a violation; however, unauthorized use of all photographic and video or audio recording equipment is strictly prohibited.

The unauthorized use of these devices in the workplace poses a serious risk to both information security and employee privacy. Photographic images and audio recordings of EDS proprietary information regarding business processes, software designs and so forth could allow third parties to access and misappropriate our intellectual property or compromise the integrity and availability of our resources.

For more information on this topic, see the Use of Corporate Assets Policy, the Global Privacy and Data Protection Policy, the EDS Security Policy, the EDS Information Handling Security Requirements, and the section of the Code titled "Personal Privacy/Data Protection."

- Our network security is the responsibility of every employee who uses the network. Safeguard your passwords and IDs and all hand-held devices, and take your responsibility seriously.
- Do not install or use unauthorized software on any EDS computer.
- Never provide your password to anyone – inside or outside the company – nor record it somewhere that it might be accessible by others.
- Do not use photographic, video or audio recording devices without proper authorization.

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*Q: I found some free software on the Internet that I would like to use on a project. Can I install it on my company laptop?*

*A: You may only use public domain or shareware software if you first obtain your leader's approval.*

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## Electronic Communications

Whether communicating face-to-face or by means of electronic communication tools such as the computer, telephone, fax, voice mail, mobile messaging or other wireless communication devices, each of us must communicate professionally. EDS will not tolerate the use of its communications and messaging tools (including the Internet and intranet) to send, retrieve or store harassing, threatening, derogatory, defamatory or obscene messages or other such communications to anyone. Use of communication tools to send "chain letters," hoax notices or other such communications is not professional business behavior and is prohibited.

Sending technical data via the Internet or intranet to another country or, in some instances, to a national or citizen of another country, involves the export/import laws of both the transmitting and receiving countries. Similarly, many nations restrict certain commercial uses of electronic communications (like spam or telephone solicitations), and privacy laws may be impacted if any personal information is communicated. Never use electronic communication tools for commercial uses, such as mass faxing, mailings or telephone solicitations without first checking with Legal Affairs.

For more information on this topic, see the Export/Import Laws Policy, Use of Corporate Assets Policy, the Financial Integrity Policy, the Global Privacy and Data Protection Policy, the EDS Security Policy, and the EDS Information Handling Security Requirements.

Remember that when you are using company resources to send e-mail or to access Internet services, you are acting as a representative of EDS.

Any improper use of these resources may reflect poorly on EDS, damage its reputation, and expose you and the company to legal liability.

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**Q:** *I sometimes use e-mail to send personal messages when I'm at work. Is that okay?*

**A:** *Occasional personal use of e-mail is acceptable. You should, however, have no expectation of privacy if you send e-mail using company computers. You also must abide by all company policies when using company computers. You must never send harassing or inappropriate e-mails, chain letters, personal advertisements or solicitations.*

## Accurate Books and Records and Disclosure

We must each ensure that financial information within our control is recorded accurately and in a timely manner in the company's financial accounts. No false, artificial or misleading statements or entries will be made in reports, business plans, books, records, accounts, documents or financial statements, including the omission of entries if such omissions could be misleading. You must accurately separate and report business and personal expenses. You must record all transactions in a manner that maintains accountability for all EDS assets and permits preparation of financial statements.

EDS' chief executive officer and its senior financial professionals (including its chief financial officer, controller and chief accounting officer) have a special role to play in ensuring appropriate public disclosure of EDS financial information. These executives must adhere to policies and practices that promote full, fair, accurate, timely and understandable disclosures in reports and documents that are filed with or submitted to the United States Securities and Exchange Commission and in other public communications. At the same time, each of us must support such disclosures by ensuring that information within our control is not only properly recorded, but fully, fairly and accurately communicated in a timely fashion to appropriate company personnel.

We all have a role in helping to ensure that the books and records of the company and its subsidiaries comply with EDS accounting practices and generally accepted accounting principles. No lesser standard is acceptable. Detailed guidelines regarding accounting controls and financial reporting are available to EDS employees on the Finance Web site.

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*Q: The quarterly reporting period ends in two weeks. Our numbers are slightly off-target, and my leader has asked that I record a few sales now that won't be finalized until next month. The sales are pretty much certain to happen. Is there any problem with this?*

*A: Yes, there is. Revenues must be reported during the appropriate reporting period, and the company's compliance with generally accepted accounting principles may not be compromised. You must report the request to your leader's leader, Legal Affairs, the Office of Ethics and Compliance, or the Ethics Helpline.*

## Document Retention

Various laws and regulations and the EDS Records Retention Policy require retention of certain EDS records, including electronic records, for specific periods of time. The subject matter of the record - not its form - determines the appropriate retention period.

You must not destroy relevant records when litigation, tax positions, audits or an investigation is pending or expected. If EDS receives a subpoena to produce records, you must not in any way modify or destroy the records. Destruction or falsification of any potentially relevant records may lead to prosecution for obstruction of justice. If in doubt about the legality or propriety of destroying or changing any document or other record, you should consult the Corporate Records Center and Legal Affairs.

For more information on this topic, see the Records Retention Policy, the Documents and Records Archival site, and the Financial Integrity Policy.

**NEVER** destroy or alter records that are the subject of litigation or an investigation. It can get you and EDS into serious trouble.

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**Q:** Are electronic records, like e-mail, covered by the Records Retention Policy?

**A:** Yes, all EDS records - including electronic records - are subject to the policy. If you have any questions about specific retention periods, you should consult the policy or contact the Corporate Records Center. In the case of employment records, you should contact Human Resources or Legal Affairs.

## Insider Trading

"Insider trading" occurs when a person buys or sells securities of a company while aware of material non-public information about that company. Material non-public information is any information that is not yet public, that could reasonably be expected to affect the price of a company's securities or be considered important by a reasonable investor.

The law and company policy prohibit insider trading. This prohibition on insider trading applies not only to trading in EDS securities, but also securities of EDS' clients and vendors or other entities having a business relationship with EDS. These rules also forbid sharing material non-public information regarding EDS or other companies with others who then trade in securities using the information.

The law and company policy may, however, permit you to trade in EDS securities regardless of your awareness of material non-public information if the transaction is made pursuant to a prearranged trading plan complying with applicable law. For additional information on trading plans, contact Legal Affairs.

If you have any doubt as to whether particular conduct may violate the restrictions on insider trading, you should contact the Office of Ethics and Compliance or Legal Affairs.

For more information on this topic, see the Insider Trading Policy and the Financial Integrity Policy.

Do not disclose material, non-public information about EDS or our clients to anyone, including co-workers, who do not have a legitimate need to know such information for business purposes. Examples of material information include unannounced financial results and may include information concerning the following situations: sizable new or lost contracts; important personnel changes; major lawsuits; and possible mergers, acquisitions, divestitures or joint ventures.

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*Q: In working with one of our clients, I've learned that the client is on the verge of a big break-through that I think will really help the client increase its sales. I want to purchase some of the client's stock. Can I?*

*A: No. You cannot purchase stock in the client company until the information you have is disclosed to the public.*

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## Communication With Outside Legal Counsel

Legal counsel representing other companies, government agencies or individuals may contact you seeking information about EDS business, our clients, employees or suppliers. In order to protect employees, directors, clients and EDS in connection with litigation and other legal matters, and to ensure any information that is released is complete and accurate, you must, as a general rule, refer all contacts from legal counsel outside the company to EDS Legal Affairs immediately. Special issues may arise when we are contacted by government investigators. For additional information, see the "Government Investigations" section in this Code.

If you receive a subpoena to provide documents, information or records or a subpoena to appear in connection with EDS business, you must contact Legal Affairs immediately for assistance.

Generally, all contacts from outside legal counsel should be referred to Legal Affairs.

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*Q: I got a call from a lawyer for one of our former clients, asking me questions about my work for this client. He said that his questions do not concern EDS; they concern a dispute between the former client and one of the client's former employees. Should I answer his questions?*

*A: No, you should not speak with him without assistance from Legal Affairs. You should refer the lawyer to Legal Affairs.*

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## Obtaining Competitor Information

EDS participates in a highly competitive market. We will compete vigorously and fairly and always in an ethical and legal manner. We can gather information about our competitors from sources such as published articles, advertisements, brochures, other non-proprietary materials and surveys by consultants. We will avoid any practice that could result in or be perceived as inappropriately obtaining competitive information, such as theft, spying, bribery or breach of a competitor's nondisclosure agreement.

If there is any indication that information you obtain was not lawfully received, you should refuse to accept it. If you receive any competitive information anonymously or that is marked confidential, you should not review it and should contact Legal Affairs immediately. Be aware that there are very strict rules that restrict obtaining non-public information from the government.

It is entirely proper for us to gather information about our marketplace, including information about our competitors and their products and services, but we must do so only in legal and appropriate ways.

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*Q: It would be very helpful to me in repricing some of our services to know what our main competitor in this area is charging for the same services. I can't seem to find the information in public documents or on the competitor's Web site. Is it okay if I call the competitor - from home - pretending to be a customer?*

*A: No. You should never misrepresent yourself in order to obtain competitive information.*

## Maintaining the Highest Standards of Integrity in Contracting With Government Entities

Providing services to government organizations is a significant part of EDS' business. The laws, regulations and ethical considerations affecting our interactions with government entities often differ from dealings with non-government clients. We must maintain the highest standards and abide by all pertinent government contracting laws, rules and regulations. Failure to follow applicable rules can result in penalties, contract cancellation, suspension and debarment from future government contracting opportunities.

Anyone involved in selling, implementing or working on government contracts must be familiar with both the general rules of government contracting and the specific requirements applicable to their government contracts. Specific regulations, which may vary with different government entities, will dictate the contracting procedures to be followed. Government contracts do not exempt contractors from complying with the export/import regulations of the countries involved.

For more information on this topic, see the Conducting Business with Government Entities Policy and the EDS Policy for the Prohibition of Corrupt Payments.

Misconduct in government transactions, even when it results from lack of knowledge, can have serious consequences for our business. The rules governing government contracting are complicated. If your organization does not regularly do business with government entities, you should contact Legal Affairs before responding to a request for proposal to provide services to a government entity.

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**Q:** *The government contract that I'm working on requires us to purchase a particular product from a specific supplier. I found a cheaper source of supply. Can I switch?*

**A:** *No. You must follow the contract specifications exactly unless you first get the government's written approval to make a change.*

**Q:** *I discovered that some inaccurate information relating to a contract between EDS and a U.S. government agency was mistakenly provided to the government client. What should I do?*

**A:** *You should promptly inform your leader, Legal Affairs, or the Office of Ethics and Compliance. They can help you disclose the mistake in the appropriate way.*

## **Classified and National Security/Official Secrets**

Various laws and regulations govern the acceptance, protection, handling, disclosure and control of classified documents and information. You must adhere to all government regulations regarding classified information. You must also respect the strict rules of the government regarding those who may properly have access to and possession of copies of classified or other government data, including classified information entrusted to EDS by governments and their contractors. Each of us who has access to government-classified information must safeguard the security of that information. Report any breach of security immediately to Legal Affairs or the Chief Security and Privacy Office.

Our obligation to safeguard classified information continues until the information is declassified.

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*Q: I know that I can only disclose classified information to my colleagues who have the appropriate level of security clearance. How do I verify security clearance?*

*A: Contact the Chief Security and Privacy Office before disclosing the information. They can verify a security clearance level for any EDS employee.*



## Government Investigations

As a general rule, litigation matters are handled exclusively by EDS Legal Affairs, and any documents that relate to litigation should be referred to that office immediately. EDS fully cooperates with all government investigations.

While EDS cooperates with government investigations, it also has important interests to protect. EDS, for example, has confidentiality obligations to its clients, including, in some cases, the obligation to provide notice to the client when requested or ordered to provide information about the client. Accordingly, if a government representative contacts you with respect to an investigation, in most instances, you should politely advise the representative that EDS' policy is to fully cooperate in all government investigations and that responses must be coordinated through Legal Affairs. You should then contact Legal Affairs immediately to receive further advice. This process will help ensure the accuracy of the information EDS provides to the government.

There may be instances where contact with government investigators is appropriate. If you have any doubt or concern about the appropriateness of speaking with a government investigator, you may seek guidance anonymously through the Ethics Helpline. Please keep in mind that you are required to report any suspected wrongdoing to the company, and the company strictly prohibits retaliation against employees for making good faith reports of suspected misconduct.

Never destroy or alter documents in anticipation of a request for them from the government, and always be honest in dealing with government agents and investigators.

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**Q:** *I just received a subpoena for certain EDS records from a government agency. What should I do?*

**A:** *If you receive a subpoena or other request for EDS or client documents, you should notify your leader and forward a copy of the subpoena or request to Legal Affairs the day you receive it.*

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## Political Contributions and Activities

Laws of certain jurisdictions prohibit the use of company funds, assets, services or facilities on behalf of a political party or candidate. To ensure compliance with applicable laws, each of us, including those who work at company operations located outside the United States, must obtain written consent from the Office of Global Government Affairs prior to committing any company time or resources for political purposes.

EDS does not restrict your personal participation in political activities or use of personal funds for political purposes. EDS will not reimburse you for any personal political contribution.

The EDS PAC (Political Action Committee) is a bipartisan, non-profit political action committee that makes contributions to federal, state and local candidates for elective office. This committee's activities are driven by employee membership in the form of voluntary contributions. All EDS PAC contributions and disbursements are publicly disclosed in accordance with election laws.

For more information on this topic, see the Political Contributions and Activities Policy and the Financial Integrity Policy. Also see the EDS Policy for the Prohibition of Corrupt Payments.

The laws and regulations governing corporate political activities are complex and vary dramatically in different countries and localities. Before engaging in any political activities on behalf of EDS, consult with the EDS Office of Global Government Affairs. This will help ensure the activity or contribution is legal and cannot be misconstrued as having been for any improper purpose.

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*Q: My leader asked me and some others in our group to make a contribution to her daughter's campaign for city council. Is that appropriate?*

*A: No. Even if your leader is not pressuring you, the request is inappropriate. If you are not comfortable speaking to your leader about this, you can speak with her leader or the Ethics Helpline.*

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## Anti-Money Laundering

Money laundering is the process of converting illegal proceeds so that illegal funds are made to appear legitimate. Money laundering is not limited to cash transactions; it also can include, among other things, checks (including traveler's, cashier's or third-party), money orders and all forms of electronic transfers, including transfers of currency and securities. EDS takes seriously its obligation to help close off the channels that money launderers use. If you observe or suspect a suspicious transaction, contact Legal Affairs immediately.

Money laundering is a problem of global proportions with potentially devastating consequences.

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*Q: One of our clients called to say that it is changing banks and needs to pay its most recent bill in cash, because its new account isn't ready. What should I do?*

*A: Contact Legal Affairs, which will help you assess the situation. Cash payments should typically be considered suspicious and be investigated. Other types of potentially problematic payments include money orders, traveler's checks, cashier's checks, third-party checks or transfers from third-party accounts.*

## Bribery and Improper Payments

The U.S. Foreign Corrupt Practices Act (FCPA), other countries' laws and EDS policy prohibit us from directly or indirectly giving or offering anything of value to government officials or officials of public international organizations for the purpose of gaining business or favorable government action. Prohibited payments need not take the form of cash. They may be anything of value, including gifts or services. Generally speaking, small business courtesies such as reasonable expenses for meals directly related to business promotion or contract performance are not prohibited. In every case, we are required to maintain accurate records and internal controls.

Determining what gift or payment may be permitted may involve difficult legal judgments. Therefore, do not make any payments or give gifts related to EDS business activities to government officials or officials of public international organizations unless the transaction is approved first by Legal Affairs.

For more information on this topic, see the EDS Policy for the Prohibition of Corrupt Payments, the Conducting Business with Government Entities Policy and the Financial Integrity Policy.

**You must not, directly or indirectly, offer, pay or receive a bribe.**

*Q: While I understand and appreciate EDS' desire to abide by high ethical standards, it is sometimes tough to do that and maintain our competitive standing. I will likely lose a big contract if I don't pay a local official a bribe. Does EDS really want me to lose the business?*

*A: Yes, EDS would rather lose business if gaining business requires bribery or other improper means. The short-term gain of winning that contract will be more than offset by the long-term loss of reputation and credibility if you get caught, and, more importantly, the contract is just not worth violating the law and our high standards of business ethics to get it. If you are faced with a situation like this, speak to your leader. EDS places great value on your decision to act appropriately in difficult circumstances.*

*Q: I am working with a foreign agent in Asia, who is helping me navigate some of the intricacies of contracting with a government there. I have some concern that some of the money that EDS is paying the agent may be going toward paying bribes to government officials, but I have no actual knowledge that bribes have been paid. Is this of any concern to EDS?*

*A: Yes, it is. EDS can be liable for bribes made to foreign government officials, even if they are made by an agent or subcontractor. We cannot avoid liability by "turning a blind eye" when circumstances indicate a potential violation of anti-bribery laws. You should report the matter to Legal Affairs immediately in order to get assistance in determining if any bribes have been paid. Remember that it is also necessary to perform due diligence on agents or contractors prior to hiring them to help assure that no bribes will be paid.*

## Export-Control Regulations

EDS conducts its international business in strict compliance with all applicable export laws and regulations. Under regulations administered by various export control agencies, the export of goods, services or technology from the United States or another country in which EDS conducts business may require a specific export authorization. U.S. export laws will continue to apply to the movement of U.S. origin items or technology, even after the items or technology have been exported from the U.S.

An export of any item or technology that was created in the United States may occur by sending, taking or transmitting commodities, software or technology across any national boundary or by disclosing technology to a non-U.S. person inside or outside of the United States. Information for the development, production or use of any product is defined as technology and includes design specifications, instructions, skills training, working knowledge and consulting services. Consult with the Office of Export Compliance, Legal Affairs, or the Office of Ethics and Compliance whenever questions on this subject arise.

For more information on this topic, see the Export/Import Laws Policy.

Export controls is a complex legal area with a host of regulatory requirements. Please consult with appropriate EDS personnel if you have any doubts about whether a conversation or exchange may be an export.

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**Q:** *I am a software engineer located in the United States, and I sometimes deal with clients in other countries. Are all of my conversations with clients outside the U.S. "exports" of technology?*

**A:** *Your conversations with clients in or from other countries may constitute "exports," depending on what the conversation concerns. You should consult the Export/Import Laws Policy for detailed information, and consult the Office of Export Compliance or Legal Affairs when specific questions arise.*